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MAR 21 1996 -1 30 PM

RECORDING

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WILLIAM A. MOORE

March 18, 1996

Ms. Janice Fort
Surface Transportation Board
1201 Constitution Avenue, N.W.
Room 2311
Washington, DC 20423

Re: UCC-I Financing Statement

Dear Ms. Fort:

Enclosed for filing please find an original and one copy of a UCC-1 Financing Statement. After filing, please return the original to me in the enclosed self-addressed stamped envelope.

Also enclosed is a check in the amount of \$21.00 for the filing fee associated with filing this document. Thank you for your assistance in this regard and if you have any questions in connection with this matter, please call me at 214-979-3020.

Very truly yours,



Neil D. Anderson

NDA/cp
Enclosure

Mar 21 1 26 PM '96

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

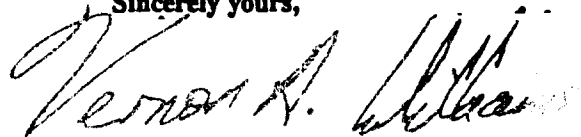
3/21/96

Neil D. Anderson
Worsham, Forsythe & Wooldridge, L. L. P.
Energy Plaza
1601 Bryan, 30th Floor
Dallas, Texas 75201-3402

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/96 at 1:30PM , and assigned recordation number(s). 19985.

Sincerely yours,

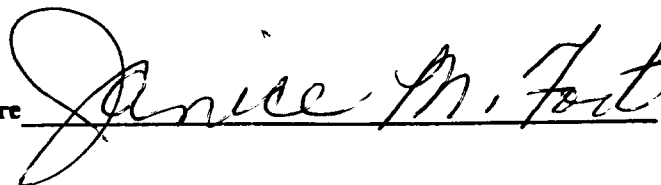


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



3. Date, Time, Number and Filing Office: (Filing Officer's Use Only)

RECORDED 19035

MAR 21 1996 -1 30 PM

INTERSTATE COMMERCE COMMISSION

1. Debtor(s) Name and Mailing Address: (Do not abbreviate)

IES Utilities Inc.

See Schedule I attached hereto

Microfilm Index Number: (Filing Officer's Use Only)

2. Secured Party(ies) Name and Mailing Address:

Texas Utilities Electric Company

See Schedule I attached hereto

4. Assignee Name and Mailing Address:

5. This Financing Statement covers the following types (or items) of property.

(WARNING: If collateral is crops, fixtures, timber or minerals, read instructions on back.)

See Schedule I attached hereto

Check only
if applicable

☐

Products of collateral are also covered.

☐

This Financing Statement is to be filed for record
in the real estate records. Number of additional sheets presented _____

6. This Financing Statement is signed by the Secured Party instead of the Debtor to perfect a security interest in collateral

☐

already subject to a security interest in another jurisdiction when it was brought into this state, or when the debtor's location was changed to this state, or

☐

already subject to a financing statement filed in another county, or

☐

which is proceeds of the original collateral described above in which a security interest was perfected, or

☐

as to which the filing has lapsed, or

☐

acquired after a change of name, identity or corporate structure of the debtor.

Check
appropriate
box

Use whichever signature line is applicable

Texas Utilities Electric Company

By _____

Signature(s) of Debtor(s)

By _____

Signature(s) of Secured Party(ies)

Charles G. Jenkins III

SCHEDULE I TO FINANCING STATEMENT

ITEM NO. 1. Name and Address of Debtor:

IES UTILITIES INC., an Iowa corporation ("Lessee").

200 1st Street, S.E.
Cedar Rapids, IA 52401
Attention: Bill Douglass

ITEM NO. 2. Name and Address of Secured Party:

TEXAS UTILITIES ELECTRIC COMPANY, a Texas corporation ("Lessor")

Energy Plaza
1601 Bryan Street
Dallas, TX 75201
Attention: Charles W. Jenkins, III

ITEM NO. 5. This financing statement covers all of the Lessor's estate, right, title and interest in the following described property, whether now owned or hereafter acquired:

(1) the Rail Equipment Sublease Agreement, dated as of February 20, 1996 ("Sublease"), between Texas Utilities Electric Company, a Texas corporation ("Lessor"), and IES Utilities Inc., an Iowa corporation ("Lessee"), including all amounts of rent, insurance proceeds and any other payments of any kind to which the Lessor is or may be entitled under the Sublease and all rights of the Lessor to exercise any election or option or to make any decision or determination or to give or receive any notice, consent, waiver or approval or to take any other action under or with respect to the Sublease or to accept any redelivery of all or a portion of the Equipment, as well as all of the rights, powers and remedies on the part of the Lessor arising under the Sublease, or by statute or at law or in equity, or otherwise, arising out of any Lessee Event of Default;

(2) Up to one hundred twenty four (124) Rapid Discharge II aluminum bodies five pocket coal hopper cars manufactured by Trinity Industries, Inc. each with a cubic capacity of 4,000 feet and capable of carrying 116 tons of coal, bearing reporting marks TXUX 95001 through TXUX 95124, inclusive, (such cars referred to collectively as the "Equipment" and individually as an "Item"), and including any permitted additions, alterations or modifications thereto or replacements of any part thereof (including all replacements Items), whenever made or performed or acquired;

(3) all other property and assets of whatsoever kind, nature or description, real, personal and mixed, and any interest therein, which may hereafter from time to time be acquired, received or held by the Lessor pursuant to the Sublease;

(4) all right, title and interest, present and future, of the Lessor in and to all proceeds, rent, issues, profits, products, revenues and other income, and in and to all proceeds and payments, from and on account of the property, rights and privileges subject or required to be subjected to the Sublease;

(5) all proceeds of the foregoing.

Executed copies of the Sublease referred to in the foregoing description of property are on file at the offices of the Lessor set forth in Item No. 2 above and information concerning the interests covered by this financing statement may be obtained from such office.

IN WITNESS WHEREOF, Lessor has caused this Schedule I to Financing Statement to be duly executed effective as of March 18, 1996.

LESSOR

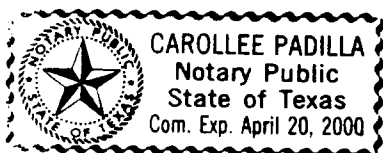
TEXAS UTILITIES ELECTRIC COMPANY

By: Charles W. Jenkins, III
Printed Name: Charles W. Jenkins, III
Title: Director of Fuels

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 18th day of March, 1996, before me personally appeared Charles W. Jenkins, III, to me personally known, who, being by me first duly sworn, acknowledged to me that he is the Director of Fuels of Texas Utilities Electric Company, a Texas corporation, and that he executed the foregoing instrument in such capacity as the act of such corporation for the purposes stated therein.

WITNESS my hand and official seal on the date first written above.



Carollee Padilla
Notary Public in and for the
State of Texas

My Commission Expires:

April 20, 2000